

HERRICK, FEINSTEIN, LLP
Two Park Avenue
New York, New York 10016
Telephone: (212) 592-1400
Facsimile: (212) 592-1500
Sean E. O'Donnell
Stephen B. Selbst
Steven B. Smith
Christopher Carty

*Special Conflicts Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X	
In re:	: Chapter 11
	: :
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	: Case No. 18-23538 (RDD)
	: :
Debtors ¹	: (Jointly Administered)
	: :
	: :
----- X	

**TWENTY-FIFTH MONTHLY FEE STATEMENT OF HERRICK,
FEINSTEIN LLP FOR PROFESSIONAL SERVICES RENDERED AND
DISBURSEMENTS INCURRED AS SPECIAL CONFLICTS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD OF
DECEMBER 1, 2021 THROUGH DECEMBER 31, 2021**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179

Name of Applicant:	Herrick, Feinstein LLP
Authorized to Provide Professional Services To:	Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	March 22, 2019 <i>nunc pro tunc</i> to January 2, 2019
Period for Which Compensation and Reimbursement Is Sought:	December 1, 2021 through December 31, 2021
Monthly Fees Incurred:	\$19,766.50
20% Holdback:	\$3,953.30
Total Compensation Less 20% Holdback:	\$15,813.20
Monthly Expenses Incurred:	\$106.84
Total Fees and Expenses Requested:	\$15,920.04

This is a x monthly interim final application

Herrick Feinstein LLP (“Herrick Feinstein”), special conflicts counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holding Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby respectfully submits this statement of fees and disbursements (the “Twenty-Fifth Monthly Fee Statement”) covering the period from December 1, 2021 through December 31, 2021 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Twenty-Fifth Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions, Herrick Feinstein requests (a) interim allowance and payment of compensation in the amount of \$15,813.20 (80% of \$19,766.50) for fees on account of reasonable and necessary professional services rendered to the Creditors’ Committee by Herrick

Feinstein, and (b) reimbursement of actual and necessary costs and expenses in the amount of \$106.84 incurred by Herrick Feinstein during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each Herrick Feinstein professional and paraprofessional that provided services to the Creditors' Committee during the Compensation Period. The rates charged by Herrick Feinstein for services rendered to the Creditors' Committee are the same rates that Herrick Feinstein charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Herrick Feinstein professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Herrick Feinstein professional and paraprofessionals that provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Twenty-Fifth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji ([email: mmeghji@miiipartners.com](mailto:mmeghji@miiipartners.com)); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Eighth Avenue, New York, NY 10153, Attention: Ray C. Schrock ([email: ray.schrock@weil.com](mailto:ray.schrock@weil.com)), Jacqueline Marcus ([email: jacqueline.marcus@weil.com](mailto:jacqueline.marcus@weil.com)), Garrett A. Fail ([email: garrettlail@weil.com](mailto:garrettlail@weil.com)), and Sunny Singh ([email: sunny.singh@weil.com](mailto:sunny.singh@weil.com)); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg ([e-mail: paul.schwartzberg@usdoj.gov](mailto:paul.schwartzberg@usdoj.gov)) and Richard Morrissey ([e-mail: richard.morrissey@usdoj.gov](mailto:richard.morrissey@usdoj.gov)); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake ([email: paul.leake@skadden.com](mailto:paul.leake@skadden.com)), Shana A. Elberg ([email: shana.elberg@skadden.com](mailto:shana.elberg@skadden.com)) and George R. Howard ([email: george.howard@skadden.com](mailto:george.howard@skadden.com)); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 ([e-mail: harnerp@ballardspahr.com](mailto:harnerp@ballardspahr.com)); (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott ([e-mail: marriott@ballardspahr.com](mailto:marriott@ballardspahr.com)) and Tobey M. Daluz ([e-mail: dalurt@ballardspahr.com](mailto:dalurt@ballardspahr.com)); and (vi) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attention: Philip C. Dublin ([email: pdublin@akingump.com](mailto:pdublin@akingump.com)), Ira S. Dizengoff ([email: idizengoff@akingump.com](mailto:idizengoff@akingump.com)) and Sara Lynne Brauner ([email: sbrauner@akingump.com](mailto:sbrauner@akingump.com)), (collectively, the “Notice Parties”).

Objections to this Twenty-Fifth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **March 3, 2022** (the

“Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Twenty-Fifth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Twenty-Fifth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Twenty-Fifth Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

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Dated: New York, New York
February 15, 2022

HERRICK FEINSTEIN LLP

By: /s/ Stephen B. Selbst
Sean E. O'Donnell
Stephen B. Selbst
Steven B. Smith
Christopher Carty
Two Park Avenue
New York, NY 10016
Telephone: (212) 592-1400
Facsimile: (212) 592-1500
Email: sodonnell@herrick.com
sselbst@herrick.com
ssmith@herrick.com
ccarty@herrick.com

*Special Conflicts Counsel to the Official
Committee of Unsecured Creditors of Sears
Holdings Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Sean E. O'Donnell	Restructuring & Finance Litigation		\$1075.00	.5	\$537.50
Christopher W. Carty	Restructuring & Finance Litigation	2010	\$850.00	11.5	\$9,775.00
Total Partners				12	\$10,312.50
COUNSEL	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Kyle J. Kolb	Restructuring & Finance Litigation	2012	\$690.00	7.7	\$5,313.00
Total Counsel				7.7	\$5,313.00

PARALEGALS/ NON- LEGAL STAFF	DEPARTMENT	RATE	HOURS	AMOUNT
Larisa Poretsky	Litigation	\$410.00	10.1	\$4,141.00
Total Paralegals/ Non- Legal Staff			10.1	\$4,141.00

EXHIBIT B

Task Code Summary

Task Code	HOURS	AMOUNT (\$)
Case Administration – B110	.5	\$537.50
Fee/Employment Applications – B160	11.4	\$5,246.00
Other Contested Matters – B190	16.1	\$12,453.00
Jointly Asserted Causes of Action	1.8	\$1,530.00
Total	29.8	\$19,766.50

Exhibit C

Itemized Fees



Official Committee of Unsecured Creditors of Sears Holdings
Attn: Ron Tucker
225 W. Washington Street
Indianapolis, IN 46204

January 31, 2022
Invoice Number: 559069
Matter Number: 19609.0001
Tax ID: 1662

Re: **Sears Bankruptcy**

Fees for legal services rendered through December 31, 2021	\$18,236.50
Expenses posted through December 31, 2021	106.84
TOTAL	<u>\$18,343.34</u>
Unpaid balance from previous invoice(s)	\$15,859.80
Total Due Now	\$34,203.14

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Attn: Billing Department
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New York, NY 10016

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ABA Number: 0089
Account Number: 16165
SWIFT #: S33

Credit card payments:
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*URL/link redirects to our
processor SlimCD*



Invoice Number: 559069
Matter Number: 19609.0001
Page: 2

LEGAL SERVICES RENDERED:

<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
12/02/21	C. Carty	B190	Correspondence related to MTN investigation/claims.	0.20
12/02/21	C. Carty	B190	Review and revise draft complaint related to MTN claims.	1.80
12/02/21	K. Kolb	B190	Research STN and Commodore issues.	0.20
12/03/21	C. Carty	B190	Review and revise draft complaint related to MTN claims.	2.80
12/03/21	K. Kolb	B190	Draft stipulation and research standing issue.	1.80
12/03/21	K. Kolb	B190	Email opposing counsel regarding tolling agreement.	0.40
12/03/21	K. Kolb	B190	Revise adversary complaint.	0.80
12/03/21	K. Kolb	B190	Analyze case law related to standing issue.	0.50
12/06/21	K. Kolb	B190	Revise complaint and stipulation.	2.90
12/06/21	L. Poretsky	B160	Conference with Chris Carty re sixth fee application and request details from billing department	0.50
12/07/21	L. Poretsky	B160	Analyze summary reports received from billing department	0.40
12/07/21	L. Poretsky	B160	Draft sixth fee application	5.00
12/08/21	S. O'Donnell	B110	Coordinate case.	0.50
12/09/21	L. Poretsky	B160	Revise, finalize and proof read HF sixth fee application and circulate for review	2.00
12/10/21	C. Carty	B160	Review and revise draft interim fee application to send to client.	1.10
12/10/21	C. Carty	B190	Analyze potential claims and next steps.	1.20
12/13/21	C. Carty	B190	Revise draft complaint regarding MTN investigation.	1.50
12/13/21	K. Kolb	B190	Further revisions to adversary complaint.	1.10
12/14/21	C. Carty	B160	Revise and finalize interim fee application.	0.20
12/14/21	L. Poretsky	B160	Prepare sixth fee application for filing and e-file	0.60
12/14/21	L. Poretsky	B160	Submit filed sixth fee application to PrimeClerk for service	0.40
12/15/21	L. Poretsky	B160	Revise, redact, assemble and e-file the 24th monthly fee statement.	0.80
12/15/21	L. Poretsky	B160	Prepare for service 24th monthly fee statement and submit to PrimeClerk for service	0.40
12/16/21	C. Carty	B190	Call with Debtors' counsel regarding MTN investigation (0.2); review and revise complaint (0.7).	0.90
TOTAL				\$18,236.50



Invoice Number: 559069
Matter Number: 19609.0001
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LEGAL SERVICES SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
C. Carty	9.70	850.00	8,245.00
K. Kolb	7.70	690.00	5,313.00
S. O'Donnell	0.50	1,075.00	537.50
L. Poretsky	10.10	410.00	4,141.00
TOTAL	28.00		\$18,236.50

DISBURSEMENTS:

	<u>AMOUNT</u>
Duplication	6.84
E-Discovery Data Hosting	100.00
TOTAL:	\$106.84

TASK SUMMARY

<u>Task Code</u>	<u>Task Description</u>	<u>Hours</u>	<u>Amount</u>
B110	Case Administration	0.50	537.50
B160	Fee/Employment Applications	11.40	5,246.00
B190	Other Contested Matters	16.10	12,453.00
TOTALS		28.00	\$18,236.50

PREVIOUS BILLS OUTSTANDING



Invoice Number: 559069
Matter Number: 19609.0001
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<u>Invoice #</u>	<u>Invoice Date</u>	<u>Original Amount</u>	<u>Less Credits Applied</u>	<u>Balance</u>
550688	08/23/21	61,135.16	54,916.26	6,218.90
552265	09/21/21	30,434.00	24,367.20	6,066.80
553644	10/18/21	6,292.03	5,069.73	1,222.30
554956	11/08/21	8,842.70	7,095.70	1,747.00
556493	12/06/21	3,124.00	2,519.20	604.80
Total Outstanding				\$15,859.80



Official Committee of Unsecured Creditors of Sears Holdings
Attn: Ron Tucker
225 W. Washington Street
Indianapolis, IN 46204

January 31, 2022
Invoice Number: 559070
Matter Number: 19609.0002
Tax ID: 1662

Re: **Jointly Asserted Causes of Action**

Fees for legal services rendered through December 31, 2021	\$1,530.00
TOTAL	<u>\$1,530.00</u>
Unpaid balance from previous invoice(s)	\$5,839.60
Total Due Now	\$7,369.60

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Invoice Number: 559070
Matter Number: 19609.0002
Page: 2

LEGAL SERVICES RENDERED:

<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
12/01/21	C. Carty	B190	Review debtor draft settlement agreement in preference action to analyze impact on adversary proceeding.	1.20
12/02/21	C. Carty	B190	Review debtor draft settlement agreement in preference action to analyze impact on adversary proceeding.	0.60
TOTAL				\$1,530.00

LEGAL SERVICES SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
C. Carty	1.80	850.00	1,530.00
TOTAL	1.80		\$1,530.00

PREVIOUS BILLS OUTSTANDING

<u>Invoice #</u>	<u>Invoice Date</u>	<u>Original Amount</u>	<u>Less Credits Applied</u>	<u>Balance</u>
545916	04/30/21	21,421.50	17,151.20	4,270.30
546769	05/25/21	4,165.90	3,334.10	831.80
556494	12/06/21	737.50	0.00	737.50
Total Outstanding				\$5,839.60

Exhibit D

Disbursement Summary

E-Discovery Data Hosting	\$100.00
Duplication	\$6.84
Total	\$106.84

Exhibit E

Itemized Disbursement

Disbursement Detail

Applied filters: ClientMaster Filter: Official Committee of Unsecured Creditors (19469) Sear's Bankruptcy (0001), Official Committee of Unsecured Creditors (19469) Jointly Assumed Causes of Action (0002), Termination Date: From 2021-12-01 To 2021-12-31

Disbursement ID	ClientMaster	Transaction Date	Doc Code	Quantity	To Bill Amount \$106.93	Print/Tax Expenses Only (EXP EXP)	Narrative	Bill Number	Base Quantity	Billed Quantity	Base Amount	Billed Amount \$106.94	Posted Period	Billed Period
9305546	Official Committee of Unsecured Creditors (19469) Sear's Bankruptcy (0001)	12/2/2021	Printing (080)	1	\$0.18	Expenses Only (EXP EXP)		559069	1	1	\$0.18	\$0.18	202112	202201
9305547	Official Committee of Unsecured Creditors (19469) Sear's Bankruptcy (0001)	12/2/2021	Printing (080)	33	\$5.94	Expenses Only (EXP EXP)		559069	33	33	\$5.94	\$5.94	202112	202201
9305548	Official Committee of Unsecured Creditors (19469) Sear's Bankruptcy (0001)	12/2/2021	Printing (080)	4	\$0.72	Expenses Only (EXP EXP)		559069	4	4	\$0.72	\$0.72	202112	202201
9314131	Official Committee of Unsecured Creditors (19469) Sear's Bankruptcy (0001)	12/7/2021	E-Discovery Data Hosting (H)	1	\$100.00	Expenses Only (EXP EXP)	Sear's Bankruptcy LLC - Rule 2004 MTN	559069	1	1	\$100.00	\$100.00	202112	202201